

10-5-1967

Board of Trustees Meeting Minutes, October 05, 1967

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WRIGHT STATE UNIVERSITY
Official Proceedings of the
First Meeting of the Board of Trustees
October 5, 1967

- I. The Board of Trustees met on Thursday, October 5, 1967, at Wright State University, Dayton, Ohio.

Present: Robert S. Oelman
Mike M. Liskany
Theodore F. Olt
Edgar E. Hardy
Eugene W. Kettering
James M. Cox, Jr.
George W. Lucas

Absent: John E. Keto
Harry Jeffrey

II. CALL TO ORDER

The meeting was called to order at 3:15 P.M. by Mr. Robert S. Oelman, Chairman of the Advisory Committee for Wright State Campus.

Mr. Oelman made the following statement:

For the historical record, this is the first meeting of the Board of Trustees of Wright State University. The university owes its existence to thousands of citizens, hundreds of public officials, and millions of public and private dollars. More than 10,000 citizens of our area willingly contributed private funds to the project. All of the people of Ohio now support it with public funds. Ohio legislators--notably the delegations from Greene and Montgomery counties--worked hard and long to secure the legislative charter and the resources for operation. The Board of Regents and the executive branch of the State have worked hard with us on this project, sometimes undertaking risks in their faith that we could make it succeed. The various members of the Wright State Campus Advisory Committee have found ways to do things which at the outset seemed impossible. The business and industrial community already has funded a university foundation. Immediately upon their arrival, the members of the staff and faculty have insisted upon nothing

less than excellence in the academic program. Most important of all, the students have put on this place their stamp of high spirit and good humor. At its founding, this university already is obligated to the faith and good will of these many persons and agencies. Even harder work lies ahead of us, but we can pause a moment and take some satisfaction in the distance which we have traveled.

III. ACKNOWLEDGEMENTS

Mr. Oelman acknowledged the following telegrams and letters of congratulations:

Dr. Brage Golding, President
Wright State University, Dayton, Ohio

I convey my congratulations to you, to the Board of Trustees, to the members of the faculty and the student body on the occasion of Wright State becoming an independent university. The outstanding civic cooperation of the people of the greater Dayton area underlines the deep commitment toward strengthening our resources in higher education--a goal which is indispensable for America's continued dynamic progress. Best wishes and regards.

/S/ Hubert H. Humphrey

Dr. Brage Golding, President
Wright State University
7751 Colonel Glenn Highway
Dayton, Ohio

You gentlemen are making educational history today in greater Dayton metropolitan area and southwestern Ohio. My official congratulations are extended to each of you with supreme confidence in your ability to lay foundations for a great university.

/S/ James A. Rhodes, Governor

United States Senate

WASHINGTON, D.C.

October 3, 1967

Dr. Brage Golding
President
Wright State University
Dayton, Ohio

Dear Dr. Golding:

Wright State University on this October 5th by the proceedings which will take place through the meeting of the members of the Board of Trustees will officially become an independent State University.

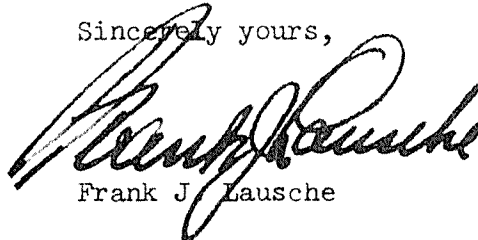
I merely write this letter to express my joy in the knowledge of the progress that already has been and further will be made in the development of this institution of higher learning of which you are the President.

I have a bit of familiarity about the origin of the efforts to bring a State University to Dayton, Ohio. My commendations go to the civic leaders of the Dayton area for the contributions by way of money and effort that they made to convert a dream into a reality. Wright State will provide needed and desirable facilities for the education of the citizenry in the Dayton area. It will give to and gain strength from the activities of the Air Force Institute of Technology and the research work of the Air Force Systems Command.

Finally, I feel a bit pleased that I played a part, though small, in collaboration with your civic leaders - especially with Mr. Jim Fain - in making certain that the research and educational activities at the Air Force Institute of Technology and the research work at the Air Force Systems Command would be expanded and not diminished at Wright-Patterson Air Force Base.

I gain inspiration in visualizing the great contributions that this institution will make to the cultural and academic life of the residents of the Dayton general area.

Sincerely yours,



Frank J. Lausche

FJL:apn
d



HOUSE OF REPRESENTATIVES
WASHINGTON, D. C. 20515

CHARLES W. WHALEN, JR.
THIRD DISTRICT, OHIO

October 2, 1967

Dr. Brage Golding
President
Wright State University
Dayton, Ohio 45431

Dear Doctor Golding:

It is with a great deal of personal pleasure and pride that I extend my congratulations and best wishes to you, the faculty and trustees of Wright State University on this historic occasion of the institution achieving independent status.

To make this transition in so short a time is a tribute to the dynamism of the administration and the many private citizens and organizations within the community, all of whom have worked diligently on behalf of the university. Commendation also is due to the state government for its recognition of the need the institution fills for the community.

I am confident that the future will show Wright State University exceeding the expectations of its many supporters as an asset to the Greater Dayton Area and the State of Ohio.

Please convey my kindest regards to the faculty, trustees and student body.

Sincerely,

A handwritten signature in cursive script that reads "Charles W. Whalen, Jr.".

Charles W. Whalen, Jr.

Member of Congress

Dr. Brage Golding, President
and Board of Trustees
Wright State University
Dayton, Ohio

October 5, 1967

I would like to send my sincere congratulations to President Golding and to the Board of Trustees of Wright State University. For this transition from a campus to a great university in less than three and one half years. As a member of the United States House of Representatives, representing the 7th Ohio Congressional District in which Wright State University is located, it gives me a great deal of pride to see you reach this goal under your excellent leadership. The service which Wright State University will contribute to this community will be an asset to the entire country.

/S/ Congressman Clarence J. Brown, Jr. 7th Ohio District

Dr. Brage Golding
Wright State University

October 4, 1967

Please accept my congratulations and best wishes on this memorable occasion. Wright State University is eminently qualified to function as an individual institution within the State system of higher education. I am confident that the academic credentials of this fine university and the support you enjoy among the citizens of Dayton will enable you to make lasting contributions to education and the community. I wish you every success.

/S/ Harold Howe II, U.S. Commissioner of Education

IV. TEMPORARY OFFICERS

Without dissent, Mr. Robert S. Oelman was elected Chairman pro tempore of the Board of Trustees and Mr. Frederick Young as Secretary pro tempore.

V. ORDER OF BUSINESS

The Chairman recommended the following order of business for discussion:

- A. Confirmation of the establishment of the university and the Board of Trustees.
- B. Conduct of the first annual meeting of the Board which should include the following items together with any others introduced by the members.
 - 1. Adoption of By-laws governing the procedures of the Board;
 - 2. Election of officers of the Board;
 - 3. Appointment of the President;
 - 4. Appointment of standing committees of the Board;
 - 5. Current business to be reported by the President for consideration by the Board.

By unanimous agreement, the meeting proceeded as outlined.

VI. CONFIRMATION OF ESTABLISHMENT OF THE UNIVERSITY AND THE BOARD OF TRUSTEES.

Mr. Oelman reported as follows:

With concurrence of the Wright State Campus Advisory Committee and the President-elect, the Attorney General has appointed Mr. Frederick Young of Dayton as Special Counsel, Office of the Attorney General, to Wright State University. Mr. Young has started work on many legal matters to come before the Board and is prepared today to present the text of each of the several laws and legal documents confirming that compliance with all legal requirements now has occurred.

Mr. Oelman presented Mr. Young.

- A. Mr. Young read the sections of the Ohio Revised Code enumerating powers of the Board and the establishment of Wright State University as follows:

3352.01. There is hereby created a state university to be known as "Wright State University." The government of Wright State University is vested in a board of nine trustees, who shall be appointed by the governor, with the advice and consent of the senate. Nine trustees shall be appointed, one for a term of one year, one for a term of two years, one for a term of

three years, one for a term of four years, one for a term of five years, one for a term of six years, one for a term of seven years, one for a term of eight years, and one for a term of nine years. The successor of each such member shall be appointed for a term of nine years, except that any person appointed to fill a vacancy shall be appointed to serve only for the unexpired term. No person who has served a full nine year term or more than six years of such a term shall be eligible to re-appointment. The trustees shall receive no compensation for their services but shall be paid their reasonable necessary expenses while engaged in the discharge of their official duties. A majority of the board constitutes a quorum.

3352.02. The board of trustees of Wright State University shall annually elect from their members a chairman and vice-chairman; and they may also appoint a secretary of the board, a treasurer, and such other officers of the university as the interest of the university requires, who may be members of the board. The treasurer, before entering upon the discharge of his duties, shall give bond to the state for the faithful performance of his duties and the proper accounting for all moneys coming into his care. The amount of said bond shall be determined by the board, but shall not be for a sum less than the estimated amount which may come into his control at any time. Said bond shall be approved by the attorney general.

3352.03. The board of trustees of Wright State University shall employ, fix the compensation of, and remove, the president and such number of professors, teachers, and other employees as may be deemed necessary. The board shall do all things necessary for the creation, proper maintenance, and successful and continuous operation of the university. The board may accept donations of lands and moneys for the purposes of such university.

3352.04. The board of trustees of Wright State University may receive and hold in trust, for the use and benefit of the university, any grant or devise of land, and

any donation or bequest of money or other personal property, to be applied to the general or special use of the university, unless otherwise directed in the donation or bequest. The board of trustees of Wright State University may make and enter into all contracts and agreements necessary or incidental to the operation of such university.

B. Mr. Young read the certification of the Board of Regents as follows:

(COPY) September 15, 1967

The Honorable James A. Rhodes
Governor
State House
Columbus, Ohio 43215

Dear Governor Rhodes:

In accordance with the provisions contained in Senate Bill 212, adopted by the 107th General Assembly, I have been instructed by the Ohio Board of Regents to advise you that the resolution attached herewith was adopted by unanimous vote of the Board at its meeting on Friday, September 15, 1967. The purpose of the attached resolution is to certify by the Board of Regents that the conditions for establishment of Wright State University have been fulfilled, and that the Board of Trustees of Wright State University will commence the exercise of its powers on October 1, 1967.

Sincerely yours,

/S/
John D. Millett
Chancellor

jeb

Attachment

Ohio Board of Regents

Resolution 1968-3

WHEREAS the 107th General Assembly by Senate Bill No. 212, effective June 6, 1967, did provide that Wright State University should come into existence and that the board of trustees should begin to exercise its authority of government when it is estimated by the Ohio Board of Regents that there will be 5,000 full-time equivalent students enrolled on the Wright State Campus in the following year, and

WHEREAS the Governor of Ohio has appointed and the Senate of Ohio has consented to the appointment of nine persons to serve as the Board of Trustees of Wright State University, and

WHEREAS the Ohio Board of Regents does hereby estimate that there will be enrolled on the Wright State Campus 5,000 full time equivalent students in the academic year beginning July 1, 1968, now therefore

BE IT RESOLVED: by the Ohio Board of Regents that the conditions for the establishment of the Wright State University as set forth in Senate Bill No. 210 of the 106th General Assembly, as amended by Senate Bill No. 212 of 107th General Assembly, have been fulfilled and that accordingly the Wright State University shall be considered as legally authorized to begin operations as of October 1, 1967, and

BE IT FURTHER RESOLVED: by the Ohio Board of Regents that the Boards of Trustees of Miami University and of The Ohio State University are hereby respectfully requested to assist in an orderly transition of government from the Wright State Campus to the Wright State University in order that the independent and separate government of the Wright State University may be realized not later than January 1, 1968, and

BE IT FURTHER RESOLVED: by the Ohio Board of Regents that the Board hereby authorizes the Chancellor on behalf of the Board to certify this action to the Governor in accordance with the requirements of the law.

- C. Mr. Young reported to the Board of Trustees the assurance of the Secretary of State that the Governor had filed the required documents with the Office of the Secretary of State on September 22, 1967.
- D. Mr. Oelman asked if there were any questions as to whether or not the requirements of law are met, and whether or not the Board of Trustees now may transact business. The Trustees unanimously concurred that Wright State University exists; that its Trustees are duly appointed; and that the Board of Trustees may exercise its powers under the laws of Ohio.

VII. FIRST ANNUAL MEETING CALLED TO ORDER.

Mr. Oelman, Chairman pro tempore of the Board made the following statement:

The first annual meeting of the Board of Trustees of Wright State University is now in order. Attending: Robert S. Oelman, Mike M. Kiskany, Theodore F. Olt, Edgar E. Hardy, Eugene W. Kettering, James M. Cox, Jr., and George W. Lucas. Absent: John E. Keto and Harry P. Jeffrey.

This attendance being more than a majority of the total membership, the Chairman pro tempore declared a quorum present.

VIII. BY-LAWS, REGULATIONS, AND OPERATING PROCEDURES.

Mr. Oelman recommended to the Board a system of administrative codes in three parts, resting at three levels of importance so far as policy is concerned: (1) A code of By-laws, governing the procedure of the Board and the manner of calling and conducting its meetings; (2) A code of Regulations, setting forth in the manner of constitutional law the basic goals, philosophy, and major internal components of the university, and setting forth the basic powers and duties of those components; and (3) A code of Operating Procedures, containing the prescribed manner of activity with respect to such matters as university personnel, student personnel, record-keeping, accounting, purchasing, allocation and maintenance of physical plant, traffic control, budgeting, expenditure control, and all of the many repetitive and changing processes needed in a continuing operation. The By-laws must be adopted immediately; the Code of Regulations should be prepared and promulgated as soon as possible thereafter; and the numerous codes of Operating Procedure can be developed and promulgated over a period of time.

Mr. Oelman asked the Board's concurrence on this approach. Without objection, this approach was adopted.

IX. ADOPTION OF BY-LAWS.

Mr. Oelman stated that the Board members were mailed a draft of proposed By-laws on September 27 with a request for study and necessary changes desired by the members.

Mr. Young, the University Counsel, was asked to read all the sections of the By-laws:

BY-LAWS
OF
THE BOARD OF TRUSTEES
OF
WRIGHT STATE UNIVERSITY

ARTICLE I
MEETINGS OF THE BOARD OF TRUSTEES

Section 1 - Regular Meetings.

The Board shall hold no fewer than four regular meetings each year, one of which will be the annual meeting. These meetings shall be held at such times as the Board may from time to time direct.

Section 2 - Special Meetings.

Special meetings of the Board of Trustees will be held upon the call of the Chairman of the Board, the President of the University, or upon the written request of three members of the Board. A call for a special meeting shall specify the time and objectives thereof, and no business other than that specified in the call shall be transacted at any such meeting unless otherwise agreed upon by a majority of all members of the Board.

Section 3 - Notice.

Except in cases of emergency, the Secretary or the party calling a meeting shall give at least five days' notice of all meetings to Board members and to the President of the University. All notices shall be in writing and shall be delivered personally or sent by mail to the residence or business address of each member of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope properly addressed with postage thereon prepaid. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where said member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4 - Quorum.

A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the members of the Board are present at said meeting, a majority of the members present may adjourn the meeting from time to time

Section 4 - Quorum (Continued)

without further notice. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. At any meeting where a quorum is present, a majority vote of those present shall be required for any official action of the Board, except as otherwise required by law or by these By-laws.

Section 5 - Organization of Meetings.

At each meeting of the Board, the Chairman, or in his absence the Vice-chairman of the Board or in the absence of both, a Chairman chosen by a majority of the Board present, shall preside. The Secretary of the Board, or in his absence any person appointed by the Board, shall keep the minutes thereof, and otherwise perform the duties of Secretary.

Section 6 - Place of Meetings.

All meetings of the Board of Trustees shall be held in the offices of Wright State University, unless otherwise previously directed by the Board.

Section 7 - Order of Business.

Unless otherwise ordered by the Board, the order of business at all meetings of the Board shall be as follows:

- a. Roll call.
- b. Proof of notice of meeting.
- c. Disposition of minutes of previous meeting.
- d. Election of officers when required.
- e. Report of the Chairman of the Board of Trustees.
- f. Reports of committees of the Board of Trustees.
- g. Report of the President of the University.
- h. Unfinished business.
- i. New business.

Section 8 - Agenda for Special Meetings.

Except in emergencies, the party calling a special meeting shall prepare and place in the hands of the Secretary an agenda of the meeting in time for the Secretary to include it in the notice provided for in Section 3 of this Article.

Section 9 - Voting.

A roll call vote is necessary when transacting financial business or electing or removing a President of the University. On all other matters a voice vote shall be sufficient, unless

Section 9 - Voting (Continued)

a roll call vote is requested by a member of the Board. Action may be taken without a meeting by the written consent of two-thirds of the members of the Board, provided the vote of all members of the Board has been requested by means which comply with the notice requirements of Article I, Section 3.

ARTICLE II

OFFICERS OF THE BOARD OF TRUSTEES

Section 1 - Number and Title

The officers of the Board shall consist of a Chairman and Vice-chairman. The officers of the Board may also include a Secretary, a Treasurer and such other officers of the University as the interests of the University require. The offices of Secretary and Treasurer may be held by the same person.

Section 2 - Election.

The officers of the Board shall be elected at the annual meeting of the Board. At the first annual meeting, the

Section 2 - Election (Continued)

officers shall take office immediately following their election. At subsequent annual meetings they shall take office immediately following the adjournment of the meeting at which they are elected and shall hold their office to the following annual meeting of the Board and until their successors are elected and qualified. The Chairman and Vice-chairman must be members of the Board. The qualifications of all other officers shall be determined by the Board.

Section 3 - Vacancies.

Vacancies in any of the offices of the Board shall be filled by the Chairman on a pro tempore basis. Such appointments shall be subject to approval by the Board at the next regular meeting. Such appointments shall be for the unexpired term of such offices and shall be in compliance with Article II, Section 2, of these By-laws.

Section 4 - Removal of Officers.

Any officer of the Board may be removed at any time, either with or without cause, by resolution adopted by the affirmative vote of five members of the Board at any meeting of the Board, provided that the notice of the meeting specifies that such removal action is to be considered.

Section 5 - Chairman.

The Chairman shall preside at all meetings of the Board and shall sign the minutes of all proceedings of the Board. He shall have the authority to appoint members of and fill vacancies on all standing and special committees, unless otherwise ordered by the Board. He shall perform such duties as usually pertain to this office and such other duties as from time to time may be assigned to him by the Board. Unless specifically provided to the contrary by the Board, the Chairman may assign any of his duties to another member of the Board.

Section 6 - Vice-chairman.

At the request of or in the absence or disability of the Chairman, the Vice-chairman shall assume all of the duties and obligations of the chairmanship. In addition, the Vice-chairman shall perform such other duties as may be assigned to him from time to time by the Chairman or by the Board.

Section 7 - Secretary.

The Secretary shall be the custodian of and responsible for the official books and records of the Board, and shall keep minutes of all meetings and proceedings of the Board in one

Section 7 - Secretary (Continued)

or more books provided for that purpose. The Secretary shall give notice of all regular meetings of the Board, in accordance with the provisions of these By-laws. He shall perform such other duties as from time to time may be assigned to him by the Board or by the Chairman.

Section 8 - Treasurer.

The Treasurer of the Board may also be the Treasurer of the University. The duties of the Treasurer of the University shall be defined in the rules and regulations governing the administration and faculty of the University. The Board may appoint Assistant Treasurers who shall, before entering upon the discharge of their duties, give bond to the State for the faithful performance of their duties and a proper accounting of all moneys coming into their care. The amount of said bond shall be determined by the Board, but shall not be for a sum less than the estimated amount which may come into their control at any time. The bond of the Treasurer shall be approved by the Attorney General of Ohio.

ARTICLE III

COMMITTEES

Section 1 - Standing Committees.

The Chairman of the Board, within thirty days after the annual meeting, shall appoint standing committees as follows: Executive, Academic Affairs, Administration and Development, and Building and Grounds. The Chairman of the Board shall designate the Chairman of each standing committee, the members of which shall be members of the Board. All standing committees shall serve until their successors are appointed. A majority of the membership of each committee shall constitute a quorum, provided, however, that in the event such quorum shall not be present at any committee meeting, the Chairman of the Board is empowered to appoint pro tempore committee members from the membership of the Board in order to provide such quorum. Within its area of activity, each standing committee shall consider proposals which may be originated by the Board, the University administration, or within the committee. Each standing committee may take action on such proposals subject to confirmation by the Board, unless the Board has specified otherwise as provided in Article V. The committees shall also undertake any special duties as may be designated by the Board.

Section 2 - Special Committees.

The Chairman may from time to time appoint such special committees as may be necessary and desirable. Special committees may include, but shall not be solely composed of, persons who are not members of the Board of Trustees. A special committee shall serve until completion of the task assigned to it but not later than the adjournment of the next annual meeting, unless reappointed. The Chairman shall designate the chairman of any such committee. A majority of the membership of each committee shall constitute a quorum, provided, however, that in the event such quorum shall not be present at any committee meeting, the Chairman of the Board shall be empowered to appoint pro tempore committee in order to provide such quorum. Meetings of special committees shall be held upon call of the chairman of the committee.

Section 3 - Ex Officio Members.

The Chairman of the Board of Trustees and the President of the University shall be ex officio members of all committees, but the President is not eligible to serve as a voting member of any standing committee.

Section 4 - Executive Committee.

One of the standing committees shall be an executive committee composed of at least four members of the Board. This committee shall have broad powers to act in all matters not deemed by the Chairman of the Board and the President of the University as of sufficient importance to command the immediate attention of the whole Board. All acts of the executive committee shall be subject to confirmation by the Board, except those wherein the Board has delegated to the executive committee full power to act for the Board.

Section 5 - Rules.

Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules and regulations of the University adopted pursuant to the authority granted by the Board of Trustees.

ARTICLE IV
PRESIDENT OF THE UNIVERSITY

Section 1 - Election.

On the basis of mutual good faith pointing to continuous service, the President of the University shall be elected from year to year and shall be entitled at all times to six months' severance notice. The concurrence of six members of the Board shall be necessary in order to elect or remove the President of the University. The Board of Trustees shall fix the compensation of the President of the University.

Section 2 - Attendance at Meetings.

The President shall attend all meetings of the Board and, in an advisory capacity, shall have a voice in its deliberations. He shall have the authority to initiate any subject at Board meetings.

Section 3 - Responsibilities.

The President of the University is charged with full responsibility and authority for conducting, directing and managing the affairs of the University consistent with policies,

Section 3 - Responsibilities (Continued)

Regulations, and Operating Procedures promulgated by the Board of Trustees and subject to all applicable laws. The President is authorized to delegate responsibility and authority as he may deem necessary to officers and employees of the University for action on any matters not delegated originally to other officers by the Board of Trustees. All communications to the Board shall be transmitted through the President of the University except as the Board or its committees shall invite communications.

Section 4 - Staff and Faculty Relation to Board of Trustees.

The President of the University shall be the President of its faculty. All appointments to the staff and faculty, leaves of absence, and removals shall be made by the Board, upon recommendation of the President of the University.

ARTICLE V

AUTHORITY OF TRUSTEES AND COMMITTEES

No Trustee or committee of the Board shall have authority to commit the Board of Trustees to any policy, action, or agreement unless specifically granted such authority by the Board.

ARTICLE VI

BUDGET

At an appropriate time annually the President of the University shall present to the Board the budget for the ensuing fiscal year. The budget shall be presented in a form showing allocations for the University's major areas of expenditure in accordance with general account classifications and shall be accompanied by a review describing the major historical changes. As may be necessary, the budget may be revised from time to time by the Board. After approval by the Board, the budget shall govern financial transactions. The President of the University shall establish procedures for the expenditure of all funds.

ARTICLE VII

APPEARANCES BEFORE GOVERNMENTAL BODIES

Subject to specific control by the Board, the preparation and presentation of requests for appropriations from the State of Ohio, and all official appearances, communications, and dealing on behalf of the University with and before all

Article VII

Appearances Before Governmental Bodies (Continued)

federal, state, and local governmental offices, boards, and agencies shall be under the direction and authority of the President of the University.

ARTICLE VIII

ORGANIZATION OF THE UNIVERSITY

Detailed Regulations and Operating Procedures for the organization, administration, and operation of the University shall be promulgated by the President of the University and presented to the Board from time to time for approval.

ARTICLE IX

PARLIAMENTARY CONDUCT

Roberts Rules of Order Revised shall govern the proceedings of the Board, when not in conflict with any of the provisions of these By-laws.

ARTICLE X

AMENDMENTS TO THE BY-LAWS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by the Board at any regular or special meeting of the Board, or by written consent, upon the concurrence of two-thirds of all members of the Board of Trustees.

Mr. Olt moved, and Mr. Liskany seconded the approval of the By-laws as read. The By-laws were unanimously approved by roll call vote.

X. ELECTION OF OFFICERS.

Mr. Oelman stated that under the law, the Board is authorized to elect from among its members a Chairman and Vice Chairman. The Board also is authorized to select a Secretary and Treasurer who may or may not be members of the Board. Mr. Oelman recommended that a Chairman, a Vice Chairman, and a Secretary pro tempore be elected and that the Board defer selection of a permanent Secretary and Treasurer until later in this meeting following the President's report.

Reverend Lucas nominated Robert S. Oelman for Chairman. Mr. Olt moved that the nominations be closed and the Secretary be instructed to cast a unanimous ballot for Mr. Oelman as Chairman. This motion was seconded by Dr. Hardy. The question was called by Mr. Cox and the motion was unanimously approved. The Secretary then cast the unanimous ballot and Mr. Oelman was declared elected as Chairman of the Board of Trustees.

The Chairman then declared the floor open for nominations for Vice Chairman. Mr. Kettering nominated Dr. Hardy for Vice Chairman. Reverend Lucas moved that the nominations be closed and the Secretary be instructed to cast a unanimous ballot for Dr. Hardy as Vice Chairman. This motion was seconded by Mr. Olt. The question was called by Mr. Cox and the motion was unanimously approved. The Secretary then cast the unanimous ballot and Dr. Hardy was declared elected as Vice Chairman of the Board of Trustees.

XI. ELECTION OF PRESIDENT.

Dr. Hardy moved the appointment of Dr. Brage Golding as President of Wright State University, pursuant to provisions of Article IV of the By-laws, Board of Trustees of Wright State University, and subject to the following terms of appointment:

Title: President, Wright State University, and Professor of Engineering, Wright State University.

Salary: \$30,000 per year payable in equal monthly installments.

Powers and Duties: To serve as chief administrator of Wright State University with responsibility for its total operation.

Other Considerations: A requirement that the appointee live in a residence to be leased or owned by Wright State

University, for the convenience of the institution; membership in the State Teachers Retirement System; and provision of transportation at the expense of the university as necessary in the performance of official duties. Necessary and proper entertainment expense incurred by the duties of the office to be reimbursed from non-public sources.

Tenure: As provided in Article IV of the By-laws of this Board of Trustees.

Date of effect: October 5, 1967.

XII. STANDING COMMITTEES.

Mr. Oelman stated that under the By-laws just adopted, the Board is to maintain standing committees as follows: Executive, Academic Affairs, Administration and Development, and Building and Grounds with the appointment of special committees from time to time. Mr. Oelman announced the appointment of the standing committees as follows:

Executive Committee

Robert S. Oelman, Chairman
Edgar E. Hardy
Harry Jeffrey
John E. Keto

Academic Affairs Committee

Edgar E. Hardy, Chairman
Theodore F. Olt
John E. Keto
Reverend George W. Lucas

Administration and Development Committee

Harry Jeffrey, Chairman
Eugene W. Kettering
James M. Cox, Jr.
Theodore F. Olt
Mike M. Liskany

Building and Grounds Committee

Mike M. Liskany, Chairman
Reverend George W. Lucas
James M. Cox, Jr.
Eugene W. Kettering

XIII. PRESIDENT'S REPORT.

Mr. Oelman called for the President's report.

- A. Dr. Golding expressed his appreciation for the Board's confidence in his ability to serve as President of Wright State University.
- B. Status of the University.

Dr. Golding presented a "Status of the University" Statement as follows:

Mr. Chairman and members of the Board of Trustees:

I begin my initial President's report to the Board of Trustees with a brief statement on the status of the university.

Statistically, Wright State University now has:

- 5,704 students taking courses. This is a 3,343 full-time equivalent student load.
- 176 full-time faculty member, and 219 staff members.
- An annual operating budget in excess of 4.5 million dollars.
- A capital investment of approximately 12 million dollars.
- A library with 91,000 items, with monthly circulation double that of a year ago.

The statistics indicate that today we are indeed a viable university.

For tomorrow, we are planning for growth in the number of students, growth in the physical plant, development of curriculum and graduate programs, and independent accreditation. In short, the potential for Wright State University is unlimited, and through innovative planning I feel confident that we can and will develop a comprehensive university, surpassed by none in the benefits it provides its students.

C. Appointment of Business Manager and Treasurer.

Dr. Golding recommended the appointment of Mr. Frederick A. White as Business Manager and Treasurer of the University, with a bond of \$100,000.

Mr. Olt moved the approval of the above recommendation.

Mr. Hardy moved to amend to name Mr. White also as Treasurer of the Board of Trustees. Mr. Olt seconded, and the motion was amended by unanimous consent.

The main motion by Mr. Olt was duly seconded and unanimously approved.

D. Appointment of Legal Counsel.

Dr. Golding recommended that Mr. Frederick N. Young be appointed Legal Counsel to Wright State University.

Reverend Lucas so moved, Mr. Cox seconded, and the motion was unanimously approved.

E. Regulations and Operating Procedures.

Dr. Golding reported as follows:

Mr. Chairman, in cooperation with the faculty and staff, a series of Regulations and attendant Operating Procedures will be developed for your approval, to govern the operations at this university. By-Laws are developed solely for internal operations of the Board of Trustees. Regulations will provide broad statements of the purposes of the university, and will delegate to the faculty, students, and staff those powers necessary to accomplish these purposes. Operating Procedures, also to be adopted by the Board, will provide detailed internal directions for implementation of the regulations.

F. Plan for Academic Structure.

Dr. Golding reported as follows:

Mr. Chairman, in cooperation with the faculty and staff, an overall plan for the academic structure of the university will be developed. A firm nomenclature system making uniform the use of "college", "division",

"department", and so on, is necessary for the proper assignment of responsibilities, academic planning, development of new programs, and the budgeting process.

2. Dr. Golding recommended that the name of the College of Science and Engineering be changed to the Division of Science and Engineering.

Mr. Liskany so moved, Dr. Hardy seconded, and the motion was unanimously approved.

3. Dr. Golding recommended the formation of a new division as follows:

Mr. Chairman, I recommend to the Board the establishment of a new Division; that of Continuing Education, in addition to the existing divisions of Liberal Arts, Science and Engineering, Education, and Business Administration.

This division should be created as a part of the academic structure of Wright State University with a commitment to the education of those individuals who, for a variety of reasons, are not a part of our degree-seeking educational program. The program would be vitally concerned with community service.

While the educational program for our degree-seeking students is a most important part of our program, we must be certain that the program of the university does not end at that point. Many individuals were unable to complete their education at the usual time and find themselves seeking education as adults. Others find that a college education must be supplemented with special courses later in life to enable them to keep abreast of new developments in their fields. Still others seek the mental stimulation of the educational experience, while some require special knowledge to enable them to progress in their vocations. The problems of urban life have created new fields of operation for the university.

The programs of this division would include those relating to a liberal college education, and to vocationally oriented programs as well as those relating to life-long learning, continuing education

for personal development, and public responsibility.

In addition, administration of the Division of Continuing Education will include coordination of late afternoon and evening classes, as well as responsibility for summer school and off-campus programs.

Reverend Lucas so moved, Mr. Kettering seconded, and the motion was unanimously approved.

G. Dr. Golding reported as follows:

Mr. Chairman: I am in the process of making key appointments to the academic administrative staff, and shall report them to you at your next and subsequent meetings for confirmation.

H. Dr. Golding reported as follows:

Mr. Chairman, one of the tasks assigned to me upon my arrival one year ago was to build a staff of university administrators. While the staff is not yet complete, I can report to you that appointments have been made to the following key positions:

Director of Student activities.

Two Counsellors: one for men, one for women.

Director of Communications.

Director of Institutional Research.

One full-time and one part-time Staff

Assistant in the Executive Office.

Director of Planning and Construction.

Data Processing Manager.

Superintendent of Buildings and Grounds.
Controller.

I. Relationship with Parent Institutions.

Dr. Golding recommended as follows:

Mr. Chairman, I recommend that this University re-structure its relationship with Ohio State and Miami Universities, acknowledging the substantial contribution both universities have made toward the independence of Wright State University, and establishing the mechanics through which each may legally continue to aid us during this transitional period by providing certain administrative services until such time as we can assume these functions ourselves. Accordingly, I recommend the adoption of the following resolution:

RESOLUTION 68 -1

WHEREAS, the Boards of Trustees and the Presidents and other officials of The Ohio State University and Miami University have been doing all things necessary to conduct the legal, fiscal, personnel and all other functions of Wright State Campus, and

WHEREAS, the Board of Trustees of Wright State University is now by certification of the Ohio Board of Regents to the Governor, and the filing of such certification by the Governor with the Secretary of State, authorized to exercise its powers, therefore be it

RESOLVED, that the Board of Trustees of Wright State University does hereby authorize the Board of Trustees and the Presidents and other officials of the Ohio State University and Miami University to continue the administrative services necessary to conduct the functions of Wright State University, formerly known as Wright State Campus, until the President or the Business Manager of Wright State University shall notify the Presidents of Ohio State University or Miami University from time to time that each administrative function is properly and legally in operation at Wright State University; furthermore be it

RESOLVED, that all employment contracts and other contracts entered into for the benefit of Wright State Campus by The Ohio State University and Miami University, be and hereby are ratified, confirmed and continued in full force and effect until replaced by contracts legally issued by Wright State University.

Mr. Kettering moved and Dr. Hardy seconded the adoption of the above resolution. The motion was unanimously approved.

J. University Personnel Matters.

Dr. Golding recommended as follows:

Mr. Chairman, this University is in need of an appointment, promotion, and tenure procedure to govern faculty employment. Those who have already been appointed to their positions have received their appointments pursuant to the procedures of the proper parent institution, be it Ohio State or Miami. Those who have been hired in recent months were informed that upon attainment of independence, a new procedure for this university would be written. The Faculty Affairs Committee of the Academic Council is presently drafting rules for this procedure, and I expect to have a recommended Operating Procedure ready for the consideration of this Board in the near future. Meanwhile, I recommend that the Procedures for Promotions and Tenure, promulgated in Administrative Memorandum No. 66-1, December 5, 1966, be adopted as the interim procedure for this purpose until such time as a final procedure is adopted. Very briefly, this procedure calls for a recommendation by the department chairman, endorsement by the divisional director through the Promotions and Tenure Committee and the President, to the Board of Trustees for final action.

Dr. Hardy so moved, Mr. Olt seconded, and the motion was unanimously approved.

K. Communications with the American Federation of Teachers.

Dr. Golding reported that several communications have been received from the American Federation of Teachers, including a statement of requested rights and privileges. Dr. Golding had given the American Federation of Teachers his assurance that the communications would be brought to the attention of the Board of Trustees upon its establishment.

Mr. Oelman suggested that the Academic Affairs Committee of the Board consider this matter and make recommendations to the full Board of Trustees.

Mr. Liskany so moved, Rev. Lucas seconded, and the recommendation of Mr. Oelman was unanimously adopted.

L. Possible Shift from Trimester to Quarter System.

Dr. Golding reported that the Board of Regents has made a strong request that all state assisted institutions of higher education operate on a quarter system, and that the ramifications of this proposal are being considered in depth.

M. Motto, Seal, and Colors.

Dr. Golding reported that a joint student-faculty committee is preparing recommendations on the adoption of a motto, a seal, and colors for the University.

N. Administrative Studies.

Dr. Golding recommended as follows:

I recommend that this Board authorize me to employ consultants to the University, as necessary, with interim approval by the Committee on Administration and Development for such matters as may arise during the transition period.

Mr. Olt so moved, Mr. Kettering seconded, and the recommendation was unanimously approved.

O. Dayton-Miami Valley Consortium.

Dr. Golding recommended as follows:

Mr. Chairman, the Dayton-Miami Valley Consortium provides a common meeting ground for eleven colleges and universities within a 25 mile radius of Wright State University. I recommend to the Board of Trustees that I be authorized to represent Wright State University in the Consortium, and for this purpose, to commit staff and faculty time, and funds to the extent that such have already been provided; with the understanding that future major commitments will be brought to this Board for consideration and confirmation.

Mr. Kettering moved as follows:

I move that this Board authorize President Golding to represent Wright State University in the Dayton-Miami Valley Consortium, and as such representative to serve on its Board of Trustees, and to commit staff time, faculty time, and funds to the Consortium to the extent that such have already been provided; with the understanding that future major commitments will be brought to this board for consideration and confirmation.

Mr. Liskany seconded, and the motion was unanimously approved.

P. Capital Improvements.

Dr. Golding requested Mr. White to report on capital improvement projects.

Mr. White recommended that the following projects be approved by the Board of Trustees:

A. Access Road and Additional Parking.

This project provides an access road to the North side of the campus, to Kauffman Avenue, and parking space adjacent to the access road. Funds for this project are provided through the passage of House Bill 886

by the 107th General Assembly. Mr. White recommended that Ralph L. Woolpert Co. be named engineers for this project, and that the Controlling Board be asked to release \$5,000. in planning funds. Dr. Hardy requested that underground parking be considered. Mr. Cox moved the recommendation of Mr. White, Mr. Kettering seconded, and unanimous approval was given by roll call vote.

B. Student Center and Future Residence and Dining Hall.

In order to obtain bond funds to assume financial responsibility for the student center now under construction, and to proceed to construct adjacent resident halls, bond counsel must be appointed by the Board of Trustees. Accordingly, the following resolution has been drafted:

RESOLUTION 68-2

Regarding Special Counsel to the University
in connection with the financing of dormitory
and dining hall facilities and the student center.

BE IT RESOLVED by the Board of Trustees of Wright State University that this Board hereby determines that it is in the interest of the University to retain the services of Squire, Sanders & Dempsey as special counsel in connection with proposed dormitory and dining hall facilities and the student center, and accordingly the President, Business Manager or the Treasurer is authorized to request the Attorney General of the State of Ohio to designate Squire, Sanders & Dempsey as special counsel to the University on the terms set forth in the form of designation presented to and filed with the records of this meeting.

Mr. Olt moved, Mr. Hardy seconded, and unanimous approval was given to the recommended resolution.

The designation is as follows:

DESIGNATION OF SPECIAL COUNSEL BY THE ATTORNEY GENERAL

Pursuant to recommendation of the Board of Trustees of Wright State University, I, William B. Saxbe, Attorney General, State of Ohio, do hereby appoint Squire, Sanders & Dempsey, Cleveland, Ohio, as Special Counsel to act as Bond Counsel and as Project Counsel to Wright State University in connection with the issuance and sale of revenue bonds of finance dormitory and dining facilities and a student center and in connection with the projects to be financed thereby.

As Bond Counsel said firm shall assist and advise the University in the development of terms and conditions for financing of said projects, prepare all necessary documents relating to such financing, including, to the extent deemed necessary, the Bond Resolution, Trust Agreement, temporary and definitive bond forms, public sale proceedings, and legal portions of the prospectus, develop the necessary bond transcript, advise the Board of Trustees on the legality of all proceedings and documents relating to such financing, render an opinion as to the legality of the bonds upon their issuance and delivery and such related opinions as may be required, and supervise the program for delivery of and payment of such bonds.

As Project Counsel said firm shall, to the extent requested by the University, determine and advise the University as to legal methods of financing such projects and revenues that may be pledged; assist the University in negotiations and preparation of or review of any loan agreements, applications and related papers with the Department of Housing and Urban Development or other Federal departments and agencies or investment bankers and other leading agencies; prepare or review construction or architect's or engineering contracts, or proceedings in connection with the advertising, authorization or execution thereof; perform services as to title matters relating to the project sites; participate in negotiations or preparation of approvals, certifications or other documents required from state officials; render services in connection with interim financing, including the rendering of opinions thereon; prepare or review prospectus or official statement for bidders; prepare or review new legislation, if any; and render such other legal services in connection with such financing or construction of the projects not covered by the preceding paragraph.

Compensation for services rendered and to be rendered as Bond Counsel hereunder shall be as follows with respect to each issue for which a single bond resolution is required: \$1,775 for the first

\$500,000 principal amount, or part thereof, plus \$1 for each \$1,000 principal amount in excess of \$500,000 but not in excess of \$10,000,000, plus 50¢ for each \$1,000 principal amount over \$10,000,000; if no bonds are issued, reasonable compensation shall be paid by the University. Reasonable compensation shall be paid for services rendered and to be rendered as Project Counsel, as approved by the University. In addition to such compensation, counsel shall be reimbursed for their actual and necessary expenses including telephone, travel and the like incurred in the performance of their duties as Bond or Project Counsel. All of such compensation and reimbursement shall be paid solely from the proceeds of the sale of said bonds, interim financing notes, or other funds of the University lawfully available for the purpose, or if the University so determines in the sale of said bonds or interim financing notes, all or such part thereof as is therein provided shall be paid by the purchaser of the bonds or notes as part of the purchase price thereof.

XIV. RESOLUTIONS OF APPRECIATION.

Mr. Olt moved, Reverend Lucas seconded, and the Board unanimously approved the adoption of six resolutions of appreciation as follows:

RESOLUTION 68-3

WHEREAS, responsibility for the establishment of Wright State University as a state operated institution of higher education was placed in large measure in the hands of the Ohio State University and Miami University; and

WHEREAS, the establishment of Wright State University is now accomplished; and

WHEREAS, the realization of this goal was diligently and continuously pursued by the Board of Trustees of the Ohio State University, which Board evidenced full cooperation and absolute good faith in the accomplishment of this fact; and

WHEREAS, the supply of expertise, knowledge, and practical experience which the Board of Trustees of the Ohio State University made available through its President, staff, and faculty aided immeasurably in the formation of this newest of State universities, particularly in the areas of the sciences, mathematics, psychology, and engineering; now therefore be it

RESOLVED, that an initial act of this Board be to express its sincere gratitude to the Board of Trustees, President, staff, and faculty of the Ohio State University for its participation; and be it further

RESOLVED, that such gratitude is hereby expressed; that a duly authenticated copy of this resolution be forwarded to the Board of Trustees of the Ohio State University; and that this resolution be spread upon the minutes of this meeting.

RESOLUTION 68-4

WHEREAS, responsibility for the establishment of Wright State University as a state operated institution of higher education was placed in large measure in the hands of the Ohio State University and Miami University; and

WHEREAS, the establishment of Wright State University is now accomplished; and

WHEREAS, the realization of this goal was diligently and continuously pursued by the Board of Trustees of Miami University, which Board evidenced full cooperation and absolute good faith in the accomplishment of this fact; and

WHEREAS, the supply of expertise, knowledge, and practical experience which the Board of Trustees of Miami University made available through its President, staff, and faculty aided immeasurably in the formation of this newest of State universities, particularly in the areas of the liberal arts; now therefore be it

RESOLVED, that an initial act of this Board be to express its sincere gratitude to the Board of Trustees, President, staff, and faculty of Miami University for its participation; and be it further

RESOLVED, that such gratitude is hereby expressed; that a duly authenticated copy of this resolution be forwarded to the Board of Trustees of Miami University; and that this resolution be spread upon the minutes of this meeting.

RESOLUTION 68-5

WHEREAS, the President's Committee on Education Beyond the High School stated in 1957: "Our colleges and universities are expected by the public to perform something close to a miracle in the next ten to fifteen years"; and

WHEREAS, only through education can this land retain and build upon the social and economic bases which serve as bulwarks in our civilization; and

WHEREAS, the Ohio Board of Regents, its Chancellor, and staff are serving this State admirably in the quest to provide both quality and quantity in higher education for the people of this State; and

WHEREAS, the establishment of Wright State University among Ohio's institutions of higher education is in large measure the result of continued effort on the part of the Board of Regents, its Chancellor and staff; therefore be it

RESOLVED, that the Board of Trustees of Wright State University, at its initial meeting, recognizes the significant contribution of the Ohio Board of Regents to the causes of higher education, and congratulates that Board on the first major breakthrough in the financing of higher education to the benefit of the citizens of this State, and in the pursuance both in its own deliberations and through the legislative process of a positive program for academic advancement; and be it further

RESOLVED, that a duly authenticated copy of this resolution be transmitted to the Ohio Board of Regents, and that this resolution be spread upon the minutes of this meeting.

RESOLUTION 68-6

WHEREAS, education enhances riches and softens poverty; and

WHEREAS, the present administration of the State of Ohio has worked unceasingly in constructing a state program to provide quality education beyond the high school in quantity adequate to meet the needs of the citizens of this State; and

WHEREAS, Wright State University, as a newly founded State institution of higher education, is already an important part of the total education program of Ohio; therefore be it

RESOLVED, that the Board of Trustees of Wright State University, at its initial meeting, recognizes the significant contribution of the Executive Branch of the State of Ohio to the causes of higher education, and thanks that branch for the pursuance and adoption of a positive program of advancement in education to the benefit of all Ohioans; and be it further

RESOLVED, that a duly authenticated copy of this resolution be transmitted to Governor James A. Rhodes, and that this resolution be spread upon the minutes of this meeting.

RESOLUTION 68-7

WHEREAS, the Ohio General Assembly did set forth the conditions for the establishment of the Wright State University in Senate Bill 210 of 106th General Assembly, as amended by Senate Bill 212 of the 107th General Assembly; and

WHEREAS, the Wright State University, by action of the Legislature, the Board of Regents, and the Governor has now been established; and

WHEREAS, the Ohio Senate, in considering matters involving the improvement of higher education in Ohio, has participated in a major breakthrough in the financing of education beyond the high school; and

WHEREAS, because of that breakthrough, Wright State University may now take its place in the total academic structure of this State and this Nation; therefore be it

RESOLVED, that the Board of Trustees of the Wright State University, at its initial meeting, recognizes the significant contribution and efforts of the Ohio Senate, and expresses its sincere gratitude; and be it further

RESOLVED, that duly authenticated copies of this resolution be transmitted to President Pro Tempore of Senate Theodore M. Gray and to those serving in the Ohio Senate from the counties surrounding Wright State University, and that this resolution be spread upon the minutes of this meeting.

RESOLUTION 68-8

WHEREAS, the Ohio General Assembly did set forth the conditions for the establishment of the Wright State University in Senate Bill 210 of the 106th General Assembly, as amended by Senate Bill 212 of the 107th General Assembly; and

WHEREAS, the Wright State University, by action of the Legislature, the Board of Regents, and the Governor has now been established; and

WHEREAS, the Ohio House of Representatives, in considering matters involving the improvement of higher education in Ohio, has participated in a major breakthrough in the financing of education beyond the high school; and

WHEREAS, because of that breakthrough, Wright State University may now take its place in the total academic structure of this State and this Nation; therefore be it

RESOLVED, that the Board of Trustees of the Wright State University, at its initial meeting, recognizes the significant contribution and efforts of the Ohio House of Representatives, and expresses its sincere gratitude; and be it further

RESOLVED, that duly authenticated copies of this resolution be transmitted to Speaker of the House Charles F. Kurfess, and to Representatives serving in the Ohio House of Representatives from the counties surrounding Wright State University, and that this resolution be spread upon the minutes of this meeting.

XV. CLOSING REMARKS.

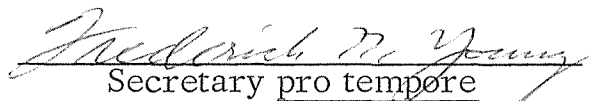
The date of the next meeting of the Board was set as November 9, 1967, at 3:00 P.M.

Mr. Oelman expressed his appreciation to the Board members, and in particular, welcomed the two new members, Mr. Liskany and Mr. Olt.

The meeting was adjourned at 4:50 P.M.


Chairman

ATTEST:


Secretary pro tempore